

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re:	:	Chapter 11
	:	
AIDART DISTRIBUTORS CORP.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AIDART PICTURES, INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
DAYS PICTURE CORPORATION,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
ORION TV PRODUCTIONS, INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
PATHE FILMS INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
PATHE RELEASING CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PURPLE PHOTOPLAYS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM HOLDINGS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER STUDIOS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM HOLDINGS II INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION PICTURES CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ALBINO ALLIGATOR PRODUCTIONS,	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ALPHA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ALTAR PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
AMERICAN INTERNATIONAL	:	Case No. 10-
PICTURES, INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
AMERIGLAD HOLDINGS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
BACKLOT PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
BAND FILMS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
BEGINNING TO ROAR INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
BETA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
BEVERLY HILLS NINJA PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
BRIGHTON PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
CANDANTINO MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
CANZIONE MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
CARCASSONNE PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
CHARLES BAND FILMS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
COSMIC TITLE CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DAYTON FILM PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DELTA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
DELTA LIBRARY HOLDINGS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DOMESTIC LIBRARY ACQUISITION, LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DONNA MUSIC PUBLICATIONS,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EL PASO FILMS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EMPIRE ENTERTAINMENT, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
EPIC PICTURES ENTERPRISES, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EPSILON LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
F.P. PRODUCTIONS,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
FAMOUS ARTISTS AGENCY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
FAMOUS ARTISTS PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
FIRST WALNUT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
FLIPPER PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
FOREIGN LIBRARY ACQUISITION, LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
G-2 ENTERTAINMENT COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
G26 COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
GAMMA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
GHOULIES PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
GRAND TALK INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
HERITAGE ENTERTAINMENT, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
IVAN TORS MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
JH PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LAMBDA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LEXYN PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LION INDEPENDENT TELEVISION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LOPERT PICTURES CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MAPLE STREET ENTERTAINMENT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MASSACHUSETTS PRODUCTIONS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MCEG STERLING COMPUTER SERVICES,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MCEG STERLING DEVELOPMENT,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MCEG STERLING ENTERTAINMENT,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MCEG STERLING PRODUCTIONS,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MEDIA RESOURCES CREDIT CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO PICTURES CORPORATION OF AMERICA,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER ANIMATION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER	:	Case No. 10-
DISTRIBUTION CO.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER HOME	:	Case No. 10-
ENTERTAINMENT LLC,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER INDIA,	:	Case No. 10-
LTD.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER	:	Case No. 10-
INTERACTIVE PRODUCTIONS INC.,	:	
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER LION	:	
CORP.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER MOTION	:	
PICTURE CO.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER MUSIC	:	
INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER OF CHINA,	:	
INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER ONLINE	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER OVERSEAS	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER PICTURES	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM AND UA SERVICES COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DEVELOPMENT, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM DIGITAL DEVELOPMENT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DIRECT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DOMESTIC DIGITAL MEDIA INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DOMESTIC NETWORKS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DOMESTIC TELEVISION DISTRIBUTION LLC,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM DOMESTIC TV NETWORKS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM FRANCHISE FILM CO. LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM GLOBAL HOLDINGS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM HD PRODUCTIONS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM HOME ENTERTAINMENT DISTRIBUTION CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM INTERACTIVE INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM INTERNATIONAL DIGITAL MEDIA INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM INTERNATIONAL TELEVISION DISTRIBUTION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM LAPTVC LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM LION PRINTS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM ME INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM MIDDLE EAST CO.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM NETWORKS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM NETWORKS U.S. INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM NMOC LLC,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM NORTH AMERICA HOLDINGS	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM ON DEMAND INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM SUPER PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM TELEVISION AUSTRALIA INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM TELEVISION ENTERTAINMENT	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
MGM/UA, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MIDNIGHT BLUE PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MUSICWAYS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
NSNA CO.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
OMEGA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
OPC MUSIC PUBLISHING, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION FILM CLASSICS COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION HOME ENTERTAINMENT CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION MUSIC PUBLISHING, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION PICTURES DISTRIBUTION CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
ORION PICTURES LIBRARY	:	Case No. 10-
ACQUISITION CO., INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION PRODUCTIONS COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
P & F ACQUISITION CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PANTHER & PALS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PARTNERSHIP PICTURE CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
PATHE ENTERTAINMENT	:	Case No. 10-
MOVIESONGS, INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PATHE ENTERTAINMENT MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PATHE TS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
PFE LIBRARY ACQUISITION	:	Case No. 10-
COMPANY, INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
RED CORNER PRODUCTION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
SARAFILMS PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
SHE SPIES INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
SIGMA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
SINGLES PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
TANGLED WEB PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
TARYN PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THE AZIMUTH COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THE MIRISCH CORPORATION OF DELAWARE,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THE WAR AT HOME PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THIS NETWORK LLC,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
THREE P HOLDINGS LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THREE PICTURES CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
TIME PRODUCTION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
TURBO PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
U.A. OF BRAZIL, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
U/A MUSIC INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS CHINA, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS CORPORATION OF EGYPT,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS CORPORATION OF PUERTO RICO,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
UNITED ARTISTS EUROPA, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS FILMS (MR.	:	Case No. 10-
ACCIDENT) INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS FILMS COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS FILMS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS MUSIC (BELGIUM),	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
UNITED ARTISTS MUSIC INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS OVERSEAS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS PICTURES INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS RECORDS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

-----	X	
In re:	:	Chapter 11
UNITED ARTISTS TELEVISION CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED LION MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
VENTURA/GLORIA FILMS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
VIRGIN VISION, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
WARGAMES II PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	

	-----	X	
		:	
In re:		:	Chapter 11
		:	
WEBSPINNER INC.,		:	Case No. 10-
		:	
Debtor.		:	

In re:	:	Chapter 11
	:	
WIZARD VIDEO, INC.,	:	Case No. 10-
	:	
Debtor.	:	

In re:	:	Chapter 11
	:	
ZETA LIBRARY COMPANY, INC.,	:	Case No. 10-
	:	
Debtor.	:	

**ORDER (A) DIRECTING JOINT ADMINISTRATION OF CHAPTER 11
CASES UNDER FED. R. BANKR. P. 1015(b) AND (B) WAIVING REQUIREMENTS
OF 11 U.S.C. § 342(c)(1) AND FED. R. BANKR. P. 1005 AND 2002(n)**

Upon consideration of the motion (the "Motion")¹ of the Debtors for an order (this "Order") pursuant to section 342(c)(1) of the Bankruptcy Code, and Bankruptcy Rules 1005, 1015(b) and 2002(n), (i) directing the joint administration of the Debtors' separate chapter 11 cases for procedural purposes only and (ii) waiving the requirement that the captions in these chapter 11 cases contain certain identifying information with respect to each Debtor; and upon the First-Day Declaration; and due and sufficient notice of the Motion having been given under

¹ Capitalized terms used but not defined herein have the meaning set forth in the Motion.

the particular circumstances; and it appearing that no other or further notice is necessary except as provided herein; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each of the above-captioned chapter 11 cases of the Debtors is consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting any substantive consolidation of any of the above-captioned chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

UNITED STATES BANKRUPTCY COURT	
SOUTHERN DISTRICT OF NEW YORK	
-----X	
In re:	: Chapter 11
	:
METRO-GOLDWYN-MAYER STUDIOS	: Case No. 10-_____()
INC., <u>et al.</u> ,	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

5. All original pleadings shall be captioned as indicated in the preceding decretal paragraph, and all original docket entries shall be made in the case of Metro-Goldwyn-Mayer Studios Inc., Case No. 10-_____().

6. A docket entry shall be made in each of the Debtors' cases (other than the case of Metro-Goldwyn-Mayer Studios Inc.) substantially similar to the following:

"An order has been entered in this case consolidating this case with the case of Metro-Goldwyn-Mayer Studios Inc. (Case No. 10-____(____)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 10-____(____) should be consulted for all matters affecting the above listed case."

7. The requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the case caption and other notices mailed in these cases include the Debtors' tax identification numbers and other identifying information about the Debtors are waived. The Debtors are directed to annex to each pleading they file and each notice they mail in these cases a list of all the Debtors in these chapter 11 cases and the last four digits of each of their respective tax identification numbers.

8. Notwithstanding any stay that might be imposed by Bankruptcy Rule 6004(h) or otherwise, this Order shall be effective and enforceable immediately upon entry hereof.

9. The relief granted by this Order shall apply to any Additional Debtor in these jointly administered cases without further order by this Court. A debtor shall be deemed an Additional Debtor upon the filing of a motion to have such debtor's chapter 11 case jointly administered with the chapter 11 cases of the Debtors.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: New York, New York
_____, 2010

UNITED STATES BANKRUPTCY JUDGE